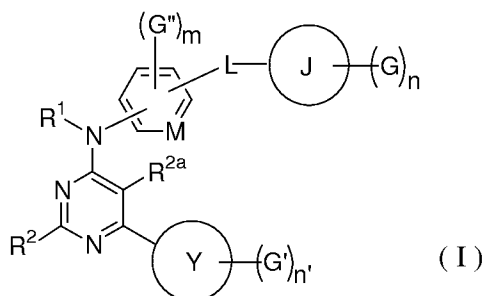


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Previously Presented) A compound having the structure



wherein

R^1 represents H, (C_1-C_3) alkyl, or cyclopropyl;

R^2 represents (C_1-C_3) alkyl, cyclopropyl, $O(C_1-C_3)$ alkyl, or NR^3R^4

wherein R^3 and R^4 are H, (C_1-C_3) alkyl, or cyclopropyl;

R^{2a} represents H or halogen;

M represents CH or N;

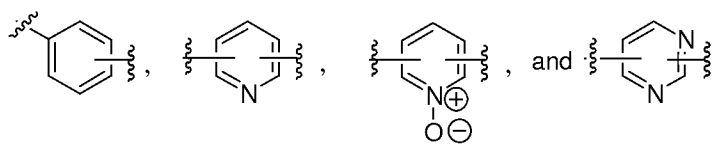
L represents a carbonyl group, O, NR^5 , CR^6R^7 , or (C_2-C_3) alkylenyl which is optionally substituted up to twice by groups independently selected from halogen and OH;

wherein

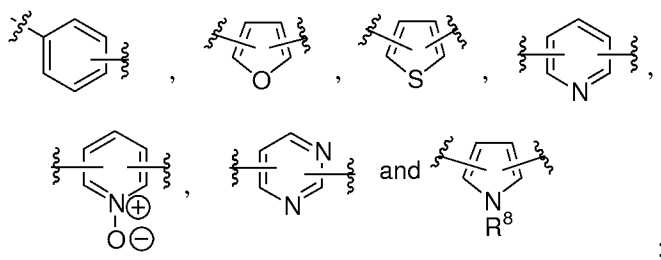
R^5 is H or (C_1-C_3) alkyl; and

R^6 and R^7 are independently H, CH_3 , halogen, or OH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



wherein R^8 represents H or (C_1-C_3) alkyl;

G'' represents a substituent selected from the group consisting of (C_1-C_3) alkyl, cyclopropyl, $O(C_1-C_3)$ alkyl, halogen, CF_3 , CN and CO_2R^9 ;

wherein

R^9 represents H or (C_1-C_3) alkyl; and

m represents the number of substituents G'' , and is 0, 1, or 2;

G represents a substituent located on ring J;

G' represents a substituent located on ring Y;

n represents the number of substituents G; and

n' represents the number of substituents G' ;

n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G11, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12-G37;

and subject to the further provisos

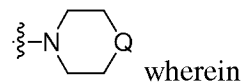
- 4) when J is phenyl, G is other than OH or alkylthio; and when J is phenyl or pyridyl, n is 1, 2, or 3;
- 5) when J is phenyl, and G is G4 shown below, then R^2 is NR^3R^4 ;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;

- G2) $\text{O}(\text{C}_1\text{-C}_4)\text{alkyl}$ which optionally is substituted up to two times by $\text{O}(\text{C}_1\text{-C}_2)\text{alkyl}$;
- G3) OH ;
- G4) $(\text{C}_1\text{-C}_5)\text{alkyl}$, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF_3 ;
- G6) $\text{NHC}(\text{O})(\text{C}_1\text{-C}_3)\text{alkyl}$;
- G7) $\text{NHSO}_2(\text{C}_1\text{-C}_3)\text{alkyl}$;
- G8) $\text{NR}^{10}\text{R}^{11}$, wherein
 R^{10} and R^{11} are independently selected from
 H,
 CH_3 ,
 cyclopropyl,
 benzyl,
 $\text{NR}^{12}\text{R}^{13}$ wherein
 R^{12} and R^{13} are independently H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, provided
 that both R^{10} and R^{11} are not $\text{NR}^{12}\text{R}^{13}$ simultaneously,
 and
 $(\text{C}_2\text{-C}_4)\text{alkyl}$ which is optionally substituted up to three times by
 halogen, and up to two times by substituent groups
 independently selected from hydroxyl, $\text{O}(\text{C}_1\text{-C}_3)\text{alkyl}$, and
 $\text{NR}^{14}\text{R}^{15}$, wherein
 R^{14} and R^{15} are independently H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, or

R^{14} and R^{15} can join to form a heterocycle of formula



Q represents CH_2 , O, or NR^{16} , and

R^{16} represents H or (C_1-C_3) alkyl,

or

R^{10} and R^{11} may be joined to form a saturated 5-6-membered

N-containing ring which is optionally substituted up to two times

by

OH,

$NR^{17}R^{18}$, wherein

R^{17} and R^{18} are H or (C_1-C_3) alkyl,

or by

(C_1-C_3) alkyl which is optionally substituted up to two times by

halogen, OH, or $O(C_1-C_3)$ alkyl;

G9) $(CH_2)_a-NR^{19}R^{20}$ wherein

R^{19} and R^{20} are independently H, (C_1-C_5) alkyl, or

(C_3-C_6) cycloalkyl, or may be joined to form a saturated 5-

6-membered N-containing ring; and

the subscript "a" is an integer of 1-4;

G10) $(CH_2)_b-N$ wherein

Q' is O or NR^{21} ;

R^{21} is H, (C_1-C_3) alkyl, or cyclopropyl; and

the subscript "b" is an integer of 1-3;

G11) $CH_2NR^{22}(CH_2)_cOCH_3$ wherein

R^{22} is H, (C_1-C_3) alkyl, or cyclopropyl; and

the subscript "c" is an integer of 2-4;

G12) $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$ wherein

R^{23} and R^{24} independently represent H, CH_3 , or $(\text{C}_2\text{-C}_4)\text{alkyl}$

which may optionally be substituted once by OH or

$\text{NR}^{25}\text{R}^{26}$, wherein

R^{25} and R^{26} independently represent H or

$(\text{C}_1\text{-C}_3)\text{alkyl}$;

G13) CN ;

G14) NO_2 ;

G15) cyclopropyl ;

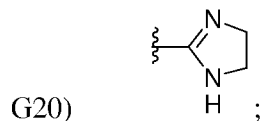
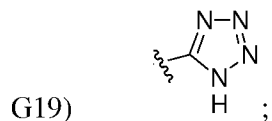
G16) OR^{27} , wherein

R^{27} represents phenyl or benzyl;

G17) $\text{S}(\text{C}_1\text{-C}_3)\text{alkyl}$;

G18) $\text{CH=CH}(\text{CH}_2)_{1-3}\text{-OR}^5$; wherein

R^5 represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$;

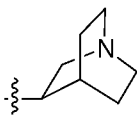


G21) $\text{C}(\text{O})\text{NR}^{28}\text{R}^{29}$, wherein

R^{28} and R^{29} are independently selected from

H,

cyclopropyl, provided that both R^{28} and R^{29} are not simultaneously cyclopropyl,



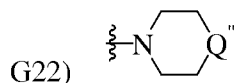
, provided that this group does not constitute both R^{28} and R^{29} simultaneously,

and

(C_1 - C_3)alkyl which is optionally substituted up to two times by OH;

or

R^{28} and R^{29} may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH, or by (C_1 - C_3)alkyl which in turn is optionally substituted up to two times by OH or $O(C_1$ - C_3)alkyl;



wherein

Q'' is O or NR^{30} , and

R^{30} is

H,

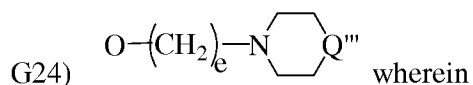
cyclopropyl, or

(C_1 - C_3)alkyl which is optionally substituted once by halogen, OH, or $O(C_1$ - C_3)alkyl;



R^{31} and R^{32} are independently H, (C_1 - C_3)alkyl, or cyclopropyl, or may be joined to form a saturated 5-6-membered N-containing ring; and

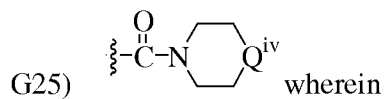
the subscript "d" is an integer of 2-4;



the subscript “e” is an integer of 2-3; and

Q''' is O or NR³³; and

R³³ is H, (C₁-C₃)alkyl, or cyclopropyl;



Q^{iv} is O or NR³⁴; and

R³⁴ is H, (C₁-C₃)alkyl, or cyclopropyl;

G26) C(O)NR³⁵(CH₂)_fOR³⁶ wherein

R³⁵ is H, (C₁-C₃)alkyl, or cyclopropyl;

R³⁶ is (C₁-C₆)alkyl optionally substituted up to two times by

halogen, OH, or O(C₁-C₃)alkyl, and

the subscript “f” is an integer of 2-4;

G27) CO₂R³⁷ wherein

R³⁷ is H or (C₁-C₃)alkyl;

G28) phenyl, which is optionally substituted by up to 2 groups selected from halogen, (C₁-C₃)alkyl, OR³⁸, CN, CF₃, and NR³⁹R⁴⁰

wherein

R³⁸ represents H or (C₁-C₃)alkyl; and

R³⁹ and R⁴⁰ represent H or (C₁-C₃)alkyl;

G29) NR⁴¹SO₂NR⁴²R⁴³ wherein

R⁴¹ represents H, or (C₁-C₄)alkyl, and

R⁴² and R⁴³ independently represent H, CH₃, or (C₂-C₃)alkyl

which may optionally be substituted once by -OH or

NR⁴⁴R⁴⁵, wherein

R⁴⁴ and R⁴⁵ independently represent H or

(C₁-C₃)alkyl;

G30) $\text{OC(O)-CH}_2\text{-NR}^{46}\text{R}^{47}$ wherein

R^{46} and R^{47} independently represent H, (C₁-C₃)alkyl, or CO₂(t-butyl), provided that R^{46} and R^{47} are not both simultaneously CO₂(t-butyl);

G31) $\text{N(R}^{48}\text{)C(O)R}^{49}$ wherein

R^{48} represents H or (C₁-C₃)alkyl; and

R^{49} represents

(CH₂)₁₋₃-CO₂H,

O(C₂-C₄)alkyl,

(CH₂)₁₋₄-NR⁵⁰R⁵¹ wherein

R^{50} and R^{51} independently represent H or (C₁-C₃)alkyl, or

CH(R⁵²)-NR⁵³R⁵⁴ wherein

R^{52} represents (CH₂)₁₋₄-NH₂, CH₂OH,

CH(CH₃)OH, or (C₁-C₃)alkyl; and

R^{53} and R^{54} independently represent H or (C₁-C₃)alkyl;

G32) C(O)-(C₁-C₃)alkyl;

G33) (CH₂)_g-N(R⁵⁵)-C(O)-R⁵⁶ wherein

g represents 1, 2, or 3;

R^{55} represents H or (C₁-C₃)alkyl;

R^{56} represents

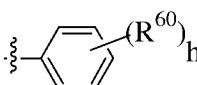
(C₁-C₃)alkyl optionally substituted up to two times by

OR⁵⁷ or NR⁵⁸R⁵⁹, wherein

R^{57} represents H or (C₁-C₃)alkyl, and

R^{58} and R^{59} each represents H or

(C₁-C₃)alkyl,

or R⁵⁶ represents  wherein

R⁶⁰ represents halogen, (C₁-C₃)alkyl, O(C₁-C₃)alkyl, CN,

OH, CF₃, or NR⁶¹R⁶², wherein

R⁶¹ and R⁶² represent H or (C₁-C₃)alkyl; and

h represents 0, 1, or 2;

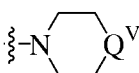
G34) (CH₂)_i-N(R⁶³)-C(O)-NR⁶⁴R⁶⁵ wherein

i represents 1, 2, or 3;

R⁶³ represents H or (C₁-C₃)alkyl;

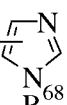
R⁶⁴ and R⁶⁵ each represents H or (C₁-C₃)alkyl;

or

R⁶⁴ and R⁶⁵ may be joined to form  wherein

Q^V represents CH₂, O or NR⁶⁶ wherein

R⁶⁶ represents H or (C₁-C₃)alkyl;

G35) (CH₂)_j-N(R⁶⁷)-SO₂- wherein

j represents 1, 2, or 3;

R⁶⁷ represents H or (C₁-C₃)alkyl; and

R⁶⁸ represents H or (C₁-C₃)alkyl;

G36) (CH₂)_k-N(R⁶⁹)-SO₂-R⁷⁰ wherein

k represents 1, 2, or 3;

R⁶⁹ represents H or (C₁-C₃)alkyl; and

R⁷⁰ represents (C₁-C₄)alkyl, or phenyl which is optionally

substituted up to perhalo by halogen or up to three times by

OR⁷¹, CN, CF₃, or NR⁷²R⁷³, wherein

R⁷¹ represents H or (C₁-C₃)alkyl; and

R⁷² and R⁷³ each represents H or (C₁-C₃)alkyl;

G37) $\text{CH}=\text{CH}-(\text{CH}_2)_{1-3}-\text{NR}^{74}\text{R}^{75}$ wherein

R^{74} and R^{75} represent H or $(\text{C}_1-\text{C}_3)\text{alkyl}$;

or a pharmaceutically acceptable salt or stereoisomer thereof.

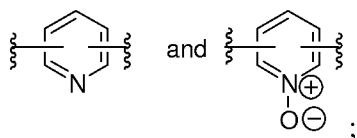
2. (Original) The compound of claim 1

wherein

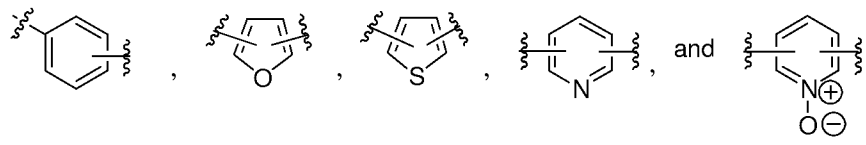
R^1 represents H;

M represents CH;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G13, G22, G29, and G31;

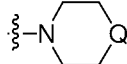
and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

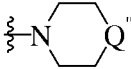
- G1) halogen ;

- G2) $O(C_1-C_4)$ alkyl which optionally is substituted up to two times by $O(C_1-C_2)$ alkyl;
- G3) OH ;
- G4) (C_1-C_5) alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF_3 ;
- G8) $NR^{10}R^{11}$, wherein
 R^{10} and R^{11} are independently selected from
H,
 CH_3 ,
cyclopropyl,
benzyl,
 $NR^{12}R^{13}$ wherein
 R^{12} and R^{13} are independently H or (C_1-C_3) alkyl, provided
that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,
and
 (C_2-C_4) alkyl which is optionally substituted up to three times by
halogen, and up to two times by substituent groups
independently selected from hydroxyl, $O(C_1-C_3)$ alkyl, and
 $NR^{14}R^{15}$, wherein
 R^{14} and R^{15} are independently H or (C_1-C_3) alkyl, or
 R^{14} and R^{15} can join to form a heterocycle of
formula  wherein
Q represents CH_2 , O, or NR^{16} , and
 R^{16} represents H or (C_1-C_3) alkyl,
or

R^{10} and R^{11} may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by
 OH,
 $NR^{17}R^{18}$, wherein
 R^{17} and R^{18} are H or (C₁-C₃)alkyl,
 or by
 (C₁-C₃)alkyl which is optionally substituted up to two times by
 halogen, OH, or O(C₁-C₃)alkyl;

G12) $OSO_2NR^{23}R^{24}$ wherein
 R^{23} and R^{24} independently represent H, CH₃, or (C₂-C₄)alkyl
 which may optionally be substituted once by OH or
 $NR^{25}R^{26}$, wherein
 R^{25} and R^{26} independently represent H or
 (C₁-C₃)alkyl;

G13) CN ;

G22)  wherein
 Q'' is O or NR^{30} , and
 R^{30} is
 H,
 cyclopropyl, or
 (C₁-C₃)alkyl which is optionally substituted once by
 halogen, OH, or O(C₁-C₃)alkyl;

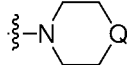
G29) $NR^{41}SO_2NR^{42}R^{43}$ wherein
 R^{41} represents H, or (C₁-C₄)alkyl, and

R^{42} and R^{43} independently represent H, CH_3 , or (C_2-C_3) alkyl
 which may optionally be substituted once by -OH or
 $NR^{44}R^{45}$, wherein
 R^{44} and R^{45} independently represent H or
 (C_1-C_3) alkyl; and

G31) $N(R^{48})C(O)R^{49}$ wherein
 R^{48} represents H or (C_1-C_3) alkyl; and
 R^{49} represents
 $(CH_2)_{1-3}-CO_2H$,
 $O(C_2-C_4)$ alkyl,
 $(CH_2)_{1-4}-NR^{50}R^{51}$ wherein
 R^{50} and R^{51} independently represent H or
 (C_1-C_3) alkyl, or
 $CH(R^{52})-NR^{53}R^{54}$ wherein
 R^{52} represents $(CH_2)_{1-4}-NH_2$, CH_2OH ,
 $CH(CH_3)OH$, or (C_1-C_3) alkyl; and
 R^{53} and R^{54} independently represent H or
 (C_1-C_3) alkyl.

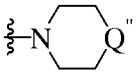
3. (Original) The compound of claim 2
 wherein
 R^1 represents H;
 R^2 represents $O(C_1-C_3)$ alkyl or NR^3R^4
 wherein R^3 and R^4 are H or (C_1-C_3) alkyl;
 R^{2a} represents H;
 L represents O or CR^6R^7 wherein
 R^6 and R^7 are independently H, CH_3 , or OH;
 G'' represents a substituent selected from the group consisting of $O(C_1-C_3)$ alkyl, halogen,
 and CF_3 ;
 n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) Cl or F;
- G2) O(C₁-C₃)alkyl;
- G3) OH ;
- G4) (C₁-C₃)alkyl, which is optionally substituted up to three times by halogen;
- G5) OCF₃ ;
- G8) NR¹⁰R¹¹, wherein
R¹⁰ and R¹¹ are independently selected from
H,
CH₃,
cyclopropyl,
benzyl,
NR¹²R¹³ wherein
R¹² and R¹³ are independently H or (C₁-C₃)alkyl, provided
that both R¹⁰ and R¹¹ are not NR¹²R¹³ simultaneously,
and
(C₂-C₄)alkyl which is optionally substituted up to three times by
halogen, and up to two times by substituent groups
independently selected from hydroxyl, O(C₁-C₃)alkyl, and
NR¹⁴R¹⁵, wherein
R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or
R¹⁴ and R¹⁵ can join to form a heterocycle of
formula  wherein
Q represents CH₂, O, or NR¹⁶, and
R¹⁶ represents H or (C₁-C₃)alkyl,

- G12) $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$ wherein
 R^{23} and R^{24} independently represent H, CH_3 , or $(\text{C}_2\text{-C}_4)\text{alkyl}$ which may
 optionally be substituted once by OH or $\text{NR}^{25}\text{R}^{26}$, wherein
 R^{25} and R^{26} independently represent H or $(\text{C}_1\text{-C}_3)\text{alkyl}$;

- G13) CN ;

- G22)  wherein
 Q'' is O or NR^{30} , and
 R^{30} is H or $(\text{C}_1\text{-C}_3)\text{alkyl}$; and

- G31) $\text{N}(\text{R}^{48})\text{C}(\text{O})\text{R}^{49}$ wherein
 R^{48} represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$; and
 R^{49} represents
 $(\text{CH}_2)_{1-3}\text{-CO}_2\text{H}$,
 $\text{O}(\text{C}_2\text{-C}_4)\text{alkyl}$,
 $(\text{CH}_2)_{1-4}\text{-NR}^{50}\text{R}^{51}$ wherein
 R^{50} and R^{51} independently represent H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, or
 $\text{CH}(\text{R}^{52})\text{-NR}^{53}\text{R}^{54}$ wherein
 R^{52} represents $(\text{CH}_2)_{1-4}\text{-NH}_2$, CH_2OH , $\text{CH}(\text{CH}_3)\text{OH}$, or
 $(\text{C}_1\text{-C}_3)\text{alkyl}$; and
 R^{53} and R^{54} independently represent H or $(\text{C}_1\text{-C}_3)\text{alkyl}$.

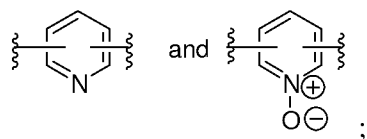
4. (Original) The compound of claim 1

wherein

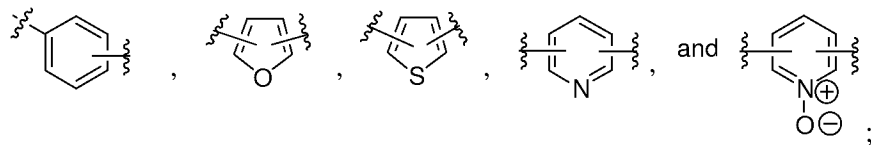
R^1 represents H;

M represents CH;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G21, G25, G26, and G31;

and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;
- G2) O(C₁-C₄)alkyl which optionally is substituted up to two times by O(C₁-C₂)alkyl;
- G3) OH ;
- G4) (C₁-C₅)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;
- G5) OCF₃ ;
- G8) NR¹⁰R¹¹, wherein

R^{10} and R^{11} are independently selected from

H,

CH_3 ,

cyclopropyl,

benzyl,

$NR^{12}R^{13}$ wherein

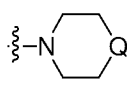
R^{12} and R^{13} are independently H or (C_1-C_3) alkyl, provided that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,

and

(C_2-C_4) alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, $O(C_1-C_3)$ alkyl, and $NR^{14}R^{15}$, wherein

R^{14} and R^{15} are independently H or (C_1-C_3) alkyl, or

R^{14} and R^{15} can join to form a heterocycle of

formula  wherein

Q represents CH_2 , O, or NR^{16} , and

R^{16} represents H or (C_1-C_3) alkyl,

or

R^{10} and R^{11} may be joined to form a saturated 5-6-membered

N-containing ring which is optionally substituted up to two times by

OH,

$NR^{17}R^{18}$, wherein

R^{17} and R^{18} are H or (C_1-C_3) alkyl,

or by

(C_1-C_3) alkyl which is optionally substituted up to two times by halogen, OH, or $O(C_1-C_3)$ alkyl;

G12) $OSO_2NR^{23}R^{24}$ wherein

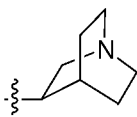
R^{23} and R^{24} independently represent H, CH_3 , or (C_2-C_4) alkyl which may optionally be substituted once by OH or $NR^{25}R^{26}$, wherein R^{25} and R^{26} independently represent H or (C_1-C_3) alkyl;

G21) $C(O)NR^{28}R^{29}$, wherein

R^{28} and R^{29} are independently selected from

H,

cyclopropyl, provided that both R^{28} and R^{29} are not simultaneously cyclopropyl,



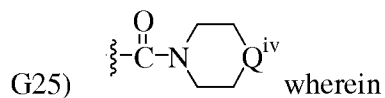
, provided that this group does not constitute both R^{28} and R^{29} simultaneously,

and

(C_1-C_3) alkyl which is optionally substituted up to two times by OH;

or

R^{28} and R^{29} may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH, or by (C_1-C_3) alkyl which in turn is optionally substituted up to two times by OH or $O(C_1-C_3)$ alkyl;



Q^{iv} is O or NR^{34} ; and

R^{34} is H, (C_1-C_3) alkyl, or cyclopropyl;

G26) $C(O)NR^{35}(CH_2)_fOR^{36}$ wherein

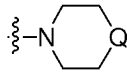
R^{35} is H, (C_1-C_3) alkyl, or cyclopropyl;

R^{36} is (C_1-C_6) alkyl optionally substituted up to two times by halogen, OH, or $O(C_1-C_3)$ alkyl, and

the subscript "f" is an integer of 2-4; and

- G31) $N(R^{48})C(O)R^{49}$ wherein
 R^{48} represents H or (C₁-C₃)alkyl; and
 R^{49} represents
 (CH₂)₁₋₃-CO₂H,
 O(C₂-C₄)alkyl,
 (CH₂)₁₋₄-NR⁵⁰R⁵¹ wherein
 R^{50} and R^{51} independently represent H or (C₁-C₃)alkyl, or
 CH(R⁵²)-NR⁵³R⁵⁴ wherein
 R^{52} represents (CH₂)₁₋₄-NH₂, CH₂OH, CH(CH₃)OH, or
 (C₁-C₃)alkyl; and
 R^{53} and R^{54} independently represent H or (C₁-C₃)alkyl.

5. (Original) The compound of claim 4
 wherein
 R^1 represents H;
 R^2 represents O(C₁-C₃)alkyl or NR³R⁴
 wherein R^3 and R^4 are H or (C₁-C₃)alkyl;
 R^{2a} represents H;
 L represents O or CR⁶R⁷, wherein
 R^6 and R^7 are independently H, CH₃, or OH;
 G'' represents a substituent selected from the group consisting of O(C₁-C₃)alkyl, halogen,
 and CF₃;
 n and n' are independently 0 or 1, and provisos 1-3 do not apply;
 G and G' moieties are independently selected from the group consisting of:
 G1) Cl or F;
 G2) O(C₁-C₃)alkyl;
 G3) OH;

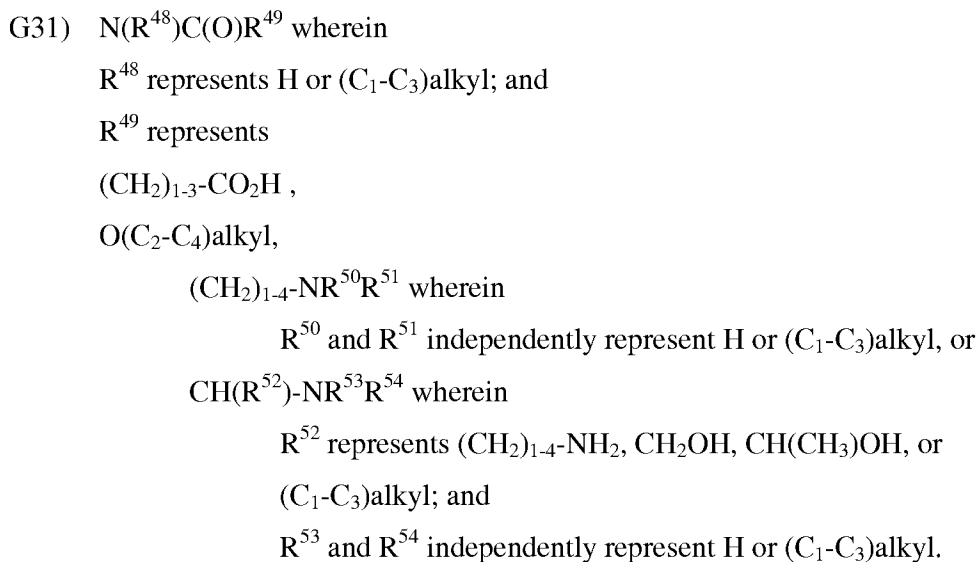
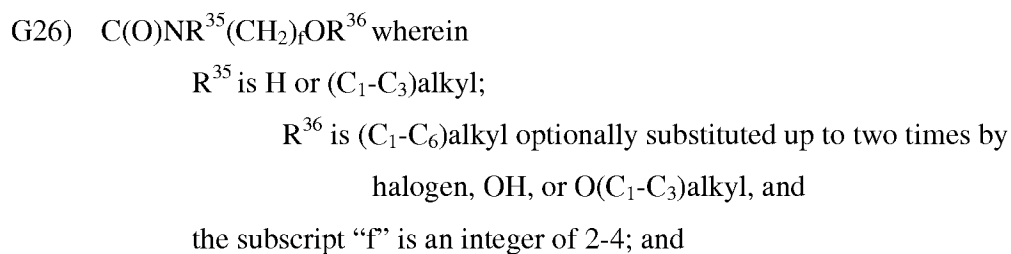
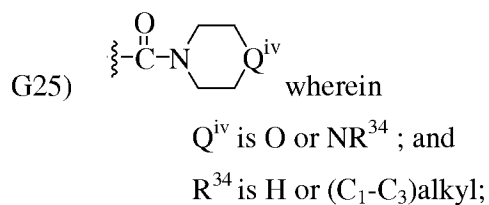
- G4) (C_1-C_3) alkyl, which is optionally substituted up to three times by halogen;
- G5) OCF_3 ;
- G8) $NR^{10}R^{11}$, wherein
 R^{10} and R^{11} are independently selected from
 H,
 CH_3 ,
 cyclopropyl,
 benzyl,
 $NR^{12}R^{13}$ wherein
 R^{12} and R^{13} are independently H or (C_1-C_3) alkyl, provided
 that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,
 and
 (C_2-C_4) alkyl which is optionally substituted up to three times by
 halogen, and up to two times by substituent groups
 independently selected from hydroxyl, $O(C_1-C_3)$ alkyl, and
 $NR^{14}R^{15}$, wherein
 R^{14} and R^{15} are independently H or (C_1-C_3) alkyl, or
 R^{14} and R^{15} can join to form a heterocycle of
 formula  wherein
 Q represents CH_2 , O, or NR^{16} , and
 R^{16} represents H or (C_1-C_3) alkyl,
- G12) $OSO_2NR^{23}R^{24}$ wherein
 R^{23} and R^{24} independently represent H, CH_3 , or (C_2-C_4) alkyl which may
 optionally be substituted once by OH or $NR^{25}R^{26}$, wherein
 R^{25} and R^{26} independently represent H or (C_1-C_3) alkyl;
- G21) $C(O)NR^{28}R^{29}$, wherein
 R^{28} and R^{29} are independently selected from

H

and

(C₁-C₃)alkyl which is optionally substituted up to two times by

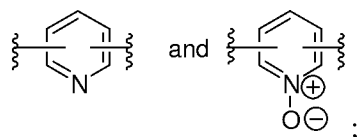
OH;



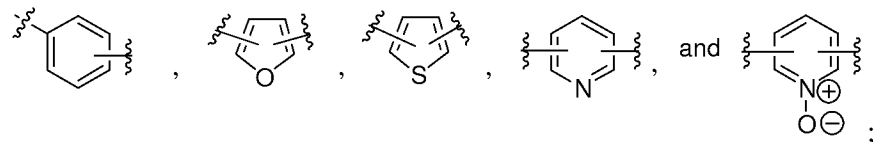
6. (Original) The compound of claim 1
 wherein
 R¹ represents H;

M represents CH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G22, and G31;

and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;
- G2) O(C₁-C₄)alkyl which optionally is substituted up to two times by O(C₁-C₂)alkyl;
- G3) OH ;

G4) (C₁-C₅)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5) OCF₃;

G8) NR¹⁰R¹¹, wherein

R¹⁰ and R¹¹ are independently selected from

H,

CH₃,

cyclopropyl,

benzyl,

NR¹²R¹³ wherein

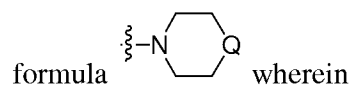
R¹² and R¹³ are independently H or (C₁-C₃)alkyl, provided that both R¹⁰ and R¹¹ are not NR¹²R¹³ simultaneously,

and

(C₂-C₄)alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, O(C₁-C₃)alkyl, and NR¹⁴R¹⁵, wherein

R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or

R¹⁴ and R¹⁵ can join to form a heterocycle of



Q represents CH₂, O, or NR¹⁶, and

R¹⁶ represents H or (C₁-C₃)alkyl,

or

R¹⁰ and R¹¹ may be joined to form a saturated 5-6-membered

N-containing ring which is optionally substituted up to two times by

OH,

NR¹⁷R¹⁸, wherein

R^{17} and R^{18} are H or (C₁-C₃)alkyl,

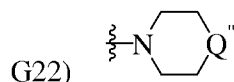
or by

(C₁-C₃)alkyl which is optionally substituted up to two times by
halogen, OH, or O(C₁-C₃)alkyl;

G12) $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$ wherein

R^{23} and R^{24} independently represent H, CH₃, or (C₂-C₄)alkyl which may
optionally be substituted once by OH or $\text{NR}^{25}\text{R}^{26}$, wherein

R^{25} and R^{26} independently represent H or (C₁-C₃)alkyl;



wherein

Q'' is O or NR^{30} , and

R^{30} is

H,

cyclopropyl, or

(C₁-C₃)alkyl which is optionally substituted once by
halogen, OH, or O(C₁-C₃)alkyl; and

G31) $\text{N}(\text{R}^{48})\text{C}(\text{O})\text{R}^{49}$ wherein

R^{48} represents H or (C₁-C₃)alkyl; and

R^{49} represents

(CH₂)₁₋₃-CO₂H,

O(C₂-C₄)alkyl,

(CH₂)₁₋₄-NR⁵⁰R⁵¹ wherein

R^{50} and R^{51} independently represent H or (C₁-C₃)alkyl, or

CH(R⁵²)-NR⁵³R⁵⁴ wherein

R^{52} represents (CH₂)₁₋₄-NH₂, CH₂OH, CH(CH₃)OH, or
(C₁-C₃)alkyl; and

R^{53} and R^{54} independently represent H or (C₁-C₃)alkyl.

7. (Original) The compound of claim 6

wherein

R^1 represents H;

R^2 represents $O(C_1-C_3)alkyl$, or NR^3R^4

wherein R^3 and R^4 are H or $(C_1-C_3)alkyl$;

R^{2a} represents H;

L represents O or CR^6R^7 , wherein

R^6 and R^7 are independently H, CH_3 , or OH;

G'' represents a substituent selected from the group consisting of $O(C_1-C_3)alkyl$, halogen, and CF_3 ;

n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

G1) Cl or F;

G2) $O(C_1-C_3)alkyl$;

G3) OH ;

G4) $(C_1-C_3)alkyl$, which is optionally substituted up to three times by halogen;

G5) OCF_3 ;

G8) $NR^{10}R^{11}$, wherein

R^{10} and R^{11} are independently selected from

H,

CH_3 ,

cyclopropyl,

benzyl,

$NR^{12}R^{13}$ wherein

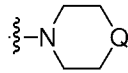
R^{12} and R^{13} are independently H or $(C_1-C_3)alkyl$, provided that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,

and

(C₂-C₄)alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, O(C₁-C₃)alkyl, and NR¹⁴R¹⁵, wherein

R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or

R¹⁴ and R¹⁵ can join to form a heterocycle of

formula  wherein

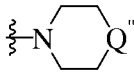
Q represents CH₂, O, or NR¹⁶, and

R¹⁶ represents H or (C₁-C₃)alkyl;

G12) OSO₂NR²³R²⁴ wherein

R²³ and R²⁴ independently represent H, CH₃, or (C₂-C₄)alkyl which may optionally be substituted once by OH or NR²⁵R²⁶, wherein

R²⁵ and R²⁶ independently represent H or (C₁-C₃)alkyl;

G22)  wherein

Q'' is O or NR³⁰, and

R³⁰ is H or (C₁-C₃)alkyl; and

G31) N(R⁴⁸)C(O)R⁴⁹ wherein

R⁴⁸ represents H or (C₁-C₃)alkyl; and

R⁴⁹ represents

(CH₂)₁₋₃-CO₂H,

O(C₂-C₄)alkyl,

(CH₂)₁₋₄-NR⁵⁰R⁵¹ wherein

R⁵⁰ and R⁵¹ independently represent H or (C₁-C₃)alkyl, or

CH(R⁵²)-NR⁵³R⁵⁴ wherein

R⁵² represents (CH₂)₁₋₄-NH₂, CH₂OH, CH(CH₃)OH, or (C₁-C₃)alkyl; and

R⁵³ and R⁵⁴ independently represent H or (C₁-C₃)alkyl.

8. (Original) A compound selected from the group consisting of
- 4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}-*N*-methylpyridine-2-carboxamide;
 - 4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carboxamide;
 - 4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carbonitrile;
 - 6-phenyl-*N*⁴-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
 - N*⁴-(4-{[2-(2-chloropyridin-4-yl)oxy]phenyl}-6-phenylpyrimidine-2,4-diamine;
 - 4-{2-amino-6-[(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)amino]pyrimidin-4-yl}phenyl sulfamate;
 - N*-(4-{2-amino-6-[(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)amino]pyrimidin-4-yl}phenyl)glycinamide trifluoroacetate;
 - 6-(4-aminophenyl)-*N*⁴-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
 - 6-(6-aminopyridin-3-yl)-*N*⁴-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
 - 6-pyridin-3-yl-*N*⁴-(4-{[2-(trifluoromethyl)pyridin-4-yl]oxy}phenyl)pyrimidine-2,4-diamine;
 - N*-[(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]-4-methoxybenzenesulfonamide trifluoroacetate;
 - N*-[(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]methanesulfonamide trifluoroacetate;
- and
- (4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methanol trifluoroacetate (salt).
9. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

10. (Currently amended) A method of treatment ~~for a hyperproliferative disorder of breast~~ cancer comprising administering an effective amount of a compound of claim 1 to a subject in need thereof.
11. (Canceled)